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**REPUBLIC OF SOUTH AFRICA
COMPANIES ACT, 1973**

**MEMORANDUM OF ASSOCIATION OF A
COMPANY WITHOUT A SHARE CAPITAL**

Registration number of company

1. NAME

The name of the company is -

SASITS (SA Society For ITS)
(Association incorporated under section 21)

2. PURPOSE, DESCRIBING MAIN BUSINESS

The main business which the company is to carry on is the promotion, development and facilitation of Intelligent Transport Systems and the deployment thereof in South Africa.

3. MAIN OBJECT

The main object of the company is to promote and facilitate the development and deployment of Intelligent Transport Systems in South Africa with a view to support and improve the efficiency and effectiveness of the South African transport system.

4. ANCILLARY OBJECTS EXCLUDED

The specific ancillary objects, if any, referred to in section 33(1) of the Act, which are excluded from the unlimited ancillary objects of the company:

Any ancillary objects which are not in accordance with the main object of the company are excluded.

5. POWERS

5.1

The powers mentioned under clauses (a), (b), (c), (d), (e), (h), (i), (t) and (u) of Schedule 2 of the Companies Act will be executed in accordance with the main object of the Association.

5.2

Powers mentioned in clauses (f) and (g) of Schedule 2 of the Companies Act to be amended to read as follows:

"(f) Loans may only be granted to an entity with a principal business and main object similar to those of this Company and which is exempted from the payment of income tax in terms of section 10(1)(cB)(i)(dd) of the Income Tax Act, 1962 (Act No. 58 of 1962).

(g) Funds available for investments may only be invested with a registered financial institution as described in Section 1 of the Financial Institutions Act of 1984 and in share listed on a licensed Stock Exchange as defined in the Stock Exchange Control Act of 1985 (Act No. 1 of 1985)."

5.3

The specific powers mentioned in clauses (j), (k), (l), (m), (n), (o) and (r) of the mentioned Schedule applicable on the Association, to be amended to read as follows:

5.3.1

Power "j" to be amended and to read as follows:

"To enter into indemnities, guarantees and suretyships and to secure payment thereunder in any way, only regarding an entity having the same or similar objects as the company and which is exempted from the payment of income tax in terms of section 10(1)(cB)(i)(dd) of the Income Tax Act, 1962 (Act No. 58 of 1962)."

5.3.2

Power (k) to be amended to read as follows:

"To form and to have an interest in any company or companies having the same or similar objects to the company and which is exempted from the payment of income tax in terms of section 10(1)(cB)(i)(dd) of the Income Tax Act, 1962 (Act No. 58 of 1962) for the purpose of acquiring the undertaking or all or any of the assets or liabilities of that company or companies or for any other purpose which may seem, directly or indirectly, calculated to benefit the company, and to transfer to any such company or companies the undertaking of all or any assets or liabilities of the company."

5.3.3

Power (l) to be amended to read as follows:

"to amalgamate with other companies having the same or similar objects as the company and which is exempted from the payment of income tax in terms of section 10(1)(cB)(i)(dd) of the Income Tax Act, 1962 (Act No. 58 of 1962)";

5.3.4

Power (m) to be amended to read as follows:

"To take part in the management, supervision and control of the business or operations of any other company or business having the same or similar objects as the company and which is exempted from the payment of income tax in terms of section 10(1)(cB)(i)(dd) of the Income Tax Act, 1962 (Act No. 58 of 1962) and to enter into partnership having the same or similar objects as the company and which is exempted from the payment of income tax in terms of section 10(1)(cB)(i)(dd) of the Income Tax Act, 1962 (Act No. 58 of 1962)";

5.3.5

Power (n) to be amended to read as follows:

"To remunerate any person or persons in cash for services rendered in its formation or in the development of its activities";

5.3.6

Power (o) to be amended to read as follows:

"To make donations provided that no donations may be made to members or directors of the company and only if such donations are made in accordance with the original business of the association."

5.3.7

Power (r) to be amended to read as follows:

"To pay gratuities and pensions and establish pension schemes and incentive schemes in respect of its employees and officials, but not its members and directors.

5.4

The special powers or part of the powers of the Company which are excluded from the unlimited powers or from the powers set out in Schedule 2 of the Act are the following powers:

Powers (p), (q) and (s);

6. CONDITIONS

The special conditions which apply to the Company and the requirements additional to those prescribed in the Act for their alteration read as follows:

Section 21(2)(a) and (b) of the Act read in accordance with section 10(1)(cB)(ii) (iii) (iv) of the Income Tax Act, No. 58 of 1962, as amended, are applicable to the company and read as follows:

6.1

The activities of the company, are wholly or mainly directed to the furtherance of its sole or principal object;

6.2

The company is under its constitution not permitted to distribute any of its profits or gains to any person and is required to utilize its funds solely for investment or the objects for which it has been established; and

6.3

Under the constitution of the company it will upon its winding-up or liquidation be obliged to give or transfer its assets remaining after the satisfaction of its liabilities to some other company, society or association with objects similar to those of the aforesaid company, society or association and which is exempted from the payment of income tax in terms of section 10(1)(cB)(i)(dd) of the Income Tax Act, 1962 (Act No. 58 of 1962).

6.4

No member of the company shall be appointed to any salaried office of the company, or any office of the company paid by fees, and no remuneration or any other benefit in money or moneys' worth shall be given by the company to any member except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent.

6.5

The company shall not have the power to conduct any business of commercial nature, including but not limited to, trading operations, speculative transactions, dividend stripping activities and the letting of property on a regular and/or systematic basis.

6.6

The company shall not have the power to conduct any business of commercial nature, including but not limited to, trading operations, speculative transactions, dividend stripping activities and the letting of property on a regular and/or systematic basis.

Any amendments to the Memorandum or Articles of Association shall be submitted to the Commissioner for the South African Revenue Service for approval.

7. PRE-INCORPORATION CONTRACTS (IF ANY)

None.

8. GUARANTEE

8.1

The liability of members is limited to the amount referred to in 8.2 hereunder.

8.2

Each member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one (1) year thereafter, for the purpose of payment of the debts and liabilities of the Company contracted before he ceased to be a member, and of the costs, charges and expenses of the winding up, and for adjustment of the rights of the contributories amongst themselves, an amount not exceeding ONE RAND (R1,00).

9. FINANCIAL YEAR:

The financial year of the company ends each year on end of June

10. ASSOCIATION CLAUSE

We, the several persons, whose full names, occupations, residential, business and postal addresses are subscribed, are desirous of being formed into a company in pursuance of the Memorandum of Association and we respectfully agree to become ordinary members of the Association.

Particulars of Subscribers Date & Signature of subscriber